

**COMBINED DECLARATION AND POWER OF ATTORNEY**

As the below named inventors, we hereby declare that this declaration is of the following type: **ORIGINAL**

Our residence, post office address, and citizenship are as stated below next to our names;

We believe we are the original, first, and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled: **"Water-Based Drilling Fluids Using Latex Additives,"** the specification of which was filed on **August 4, 2003**, as U.S. Application Serial No. **10/634,334**. We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, Sec. 1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT international filing date of the continuation-in-part application.

We hereby claim foreign priority benefits under Title 35, United States Code, Sec. 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed.

PRIOR FOREIGN APPLICATION(S)

| NUMBER | COUNTRY | (DAY/MONTH/YEAR FILED) | PRIORITY CLAIMED |
|--------|---------|------------------------|--------------------|
| _____ | _____ | _____ | YES _____ NO _____ |

We hereby claim the benefit under Title 35, U.S.C., Sec. 120 any United States application or under Title 35, U.S.C., Section 119(e) of any provisional application listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in any prior United States application in the manner provided by the first paragraph of Title 35, U.S.C., Sec. 112. We acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56, which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

| SERIAL NO. | FILING DATE | STATUS |
|------------|-------------|---------|
| 09/785,842 | 2/16/2001 | Pending |

We hereby appoint, Stephen A. Littlefield (Reg. No. 27,923), Matt W. Carson (Reg. No. 33,662), J. Albert Riddle (Reg. No. 33,445), Darryl M. Springs (Reg. No. 24,799), Brian S. Welborn (Reg. No. 39,065), Timothy Donoughue (Reg. No. 46,668), Paul S. Madan (Reg. No. 33,011), Kaushik P. Sriram (Reg. No. 43,150), David L. Mossman (Reg. No. 29,570), G. Michael Roebuck (Reg. No. 35,662), Todd A. Bynum (Reg. No. 39,488), Gene L. Tyler (Reg. No. 35,395), William E. Schmidt (Reg. No. 47,064), Chandran D. Kumar (48,679), David A. Walker (Reg. No. 52,334) and Shawn K. Hunter (Reg. No. 36,168), attorneys with full power of substitution and revocation to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Please address all correspondence regarding this application to:

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We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Sec. 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

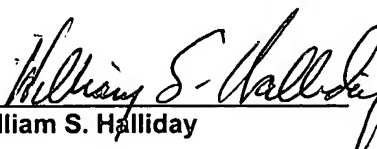
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